

EXHIBIT “D”

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
: Chapter 11
SEARS HOLDINGS CORPORATION, *et. al.*¹, :
: Case No. 18-23538 (RDD)
Debtor. : (Jointly Administered)
-----X

**ORDER ALLOWING AND COMPELLING PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM OF ALPINE CREATIONS LTD.
UNDER 11 U.S.C. §§ 503(b)(1) AND 503(b)(9)**

This matter is before the Court on the Motion (the “Motion”) of Alpine Creations Ltd. (“Alpine”) To Allow And Compel Payment of Administrative Expense Claim Under 11 U.S.C. §§ 503(b)(1) And 503(b)(9). The Court finds that sufficient notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having determined the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and upon the record of the hearing on August 22, 2019; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. The relief requested in the Motion is **GRANTED**.
2. Alpine is granted an allowed administrative expense claim against the Debtors pursuant to Bankruptcy Code §§ 503(b)(1) in the amount of \$202,286.89.
3. Alpine is granted an allowed administrative expense claim against the Debtors pursuant to Bankruptcy Code 503(b)(9) in the amount of \$677,681.72.
4. The Debtors are directed to pay Alpine \$879,968.61 in cash within three (3) days of the date of this Order.
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
August __, 2019

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE